

P12000097704

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

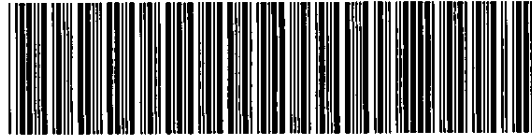
(Business Entity Name)

(Document Number)

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12 DEC 19 PM 3:46
U.S. DEPT. OF STATE
DIVISION OF CORPORATIONS

Merger

12-21-12

DC



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 464971 8766A

AUTHORIZATION

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : December 18, 2012

ORDER TIME : 4:59 PM

ORDER NO. : 464971-005

CUSTOMER NO: 8766A

ARTICLES OF MERGER

REPRODUCTIONS ONLINE, LTD.

INTO

REPRODUCTIONS-ONLINE.COM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: REPRODUCTIONS-ONLINE.COM, INC

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Steven Lenoff

Contact Person

Lenoff and Lenoff, P.A.

Firm/Company

1761 West Hillsboro Blvd Ste 405

Address

Deerfield Beach, FL 33442

City/State and Zip Code

Steven@Lenoff.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven Lenoff

Name of Contact Person

At (954)

427-9500

Area Code & Daytime Telephone Number

☒ **Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)**

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------------------|---------------------|------------------------|
| REPRODUCTIONS-ONLINE.COM, INC. | Florida | P12000097704 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|----------------------------|---------------------|------------------------|
| REPRODUCTIONS ONLINE, LTD. | Connecticut | 0976179 |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation. After adopting the Plan of Merger, the board of directors of the surviving corporation (a) recommended the Plan of Merger to its shareholders and (b) submitted to its shareholders the Plan of Merger for approval by the shareholders. The Plan of Merger was unanimously approved and adopted by the shareholders of the surviving corporation on December 18, 2012.

Sixth: Adoption of Merger by merging corporation. After adopting the Plan of Merger, the board of directors of the merging corporation (a) recommended the Plan of Merger to its shareholders and (b) submitted to its shareholders the Plan of Merger for approval by the shareholders. The Plan of Merger was unanimously approved and adopted by the shareholders of the merging corporation on December 18, 2012.

Seventh: SIGNATURES FOR EACH CORPORATION

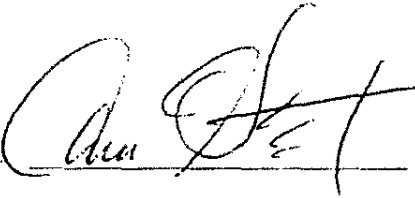
Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of
Individual & Title

SURVIVING CORPORATION:

REPRODUCTIONS-ONLINE.COM, INC.

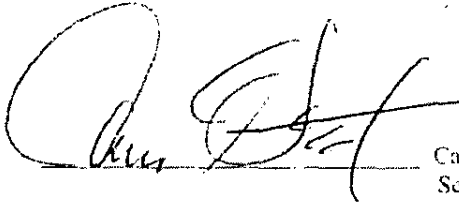


Cameron Stewart, as President,
Secretary and Chairman of
Board of Directors

Dated: December 18, 2012

MERGING CORPORATION:

REPRODUCTIONS ONLINE, LTD.



Cameron Stewart, as President,
Secretary and Chairman of
Board of Directors

Dated: December 18, 2012

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------------|---------------------|
| REPRODUCTIONS-ONLINE.COM, INC. | Florida |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| REPRODUCTIONS ONLINE, LTD. | Connecticut |

Third: The terms and conditions of the merger are as follows:

The shareholder of the merging corporation shall receive 500 shares of the surviving corporation upon the effective date of the merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All shares of the merging corporation shall be converted to 500 shares of the surviving corporation.

Fifth:

a. **Notice:** Notice of this plan of merger has been sent to, and received by, all directors, officers and shareholders of merging corporation and surviving corporation in compliance with the laws of the State of Connecticut and in compliance with the laws of the State of Florida. Each required notice that may have been required but was not sent or received is waived. The signing of this plan of merger constitutes a written waiver of notice signed by the directors, officers and shareholders of merging corporation and surviving corporation that has been delivered to merging corporation and surviving corporation for inclusion in the minutes and/or filing with the corporate records.

b. **Unanimous approval.** This plan of merger is unanimously approved by all directors, officers and shareholders of both merging corporation and surviving corporation.

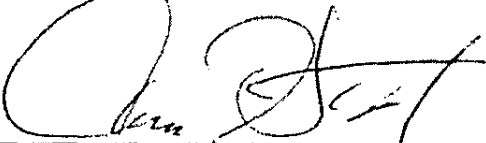
c. **Recommendation:** The boards of directors of both merging corporation and surviving corporation unconditionally recommended the plan of merger to the shareholders of both merging corporation and surviving corporation.



Cameron Stewart, as President, Secretary
Chairman of Board of Directors and sole shareholder of
REPRODUCTIONS-ONLINE.COM, INC.

December 18, 2012

Date



Cameron Stewart, as President, Secretary
Chairman of Board of Directors and sole shareholder of
REPRODUCTIONS ONLINE, LTD.

December 18, 2012

Date